

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Address]

[City, State, Zip Code]

Re: [Project Name/Transaction Description]

Dear [Recipient Name],

We have acted as special local counsel in the State of [State Name] (the "State") to [Client Name], a [Entity Type] (the "Company"), in connection with the [Description of Transaction, e.g., Loan Agreement/Merger] dated as of [Date] (the "Transaction Document").

1. Documents Examined

In connection with this opinion, we have examined executed copies of the following:

- (a) The Transaction Document;
- (b) The Articles of Incorporation and Bylaws of the Company;
- (c) Certificates of Good Standing issued by the Secretary of State of [State Name];
- (d) [List other relevant local documents].

2. Assumptions

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the legal capacity of all natural persons.

3. Opinions

Based upon the foregoing and subject to the qualifications set forth below, we are of the opinion that:

- The Company is a corporation validly existing and in good standing under the laws of the State.
- The Company has the corporate power and authority to execute, deliver, and perform its obligations under the Transaction Document.
- The execution and delivery of the Transaction Document by the Company do not violate any applicable law or regulation of the State.
- No consent or approval of any State governmental authority is required for the execution or delivery of the Transaction Document.

4. Qualifications

Our opinions are subject to the following qualifications:

- (a) Our opinion is limited to the laws of the State of [State Name].
- (b) Enforcement may be limited by bankruptcy, insolvency, or other laws affecting creditors' rights generally.

This letter is furnished to you solely for your benefit in connection with the Transaction and may not be relied upon by any other person or for any other purpose without our prior written consent.

Very truly yours,

[Signature]

[Printed Name of Partner]

[Law Firm Name]